

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Case Nos. 14-7471 (VB) & 14-7472 (VB)
MPM SILICONES, LLC, <i>et al.</i> , ¹	:	Case No. 14-7492 (VB)
Reorganized Debtors.	:	Confirmed
U.S. BANK NATIONAL ASSOCIATION, AS INDENTURE TRUSTEE,	:	Judge Vincent L. Briccetti
Plaintiff/Appellant,	:	
v.	:	
WILMINGTON SAVINGS FUND SOCIETY, FSB, AS INDENTURE TRUSTEE; MOMENTIVE PERFORMANCE MATERIALS INC.; JUNIPER BOND HOLDINGS I LLC; JUNIPER BOND HOLDINGS II LLC; JUNIPER BOND HOLDINGS III LLC; JUNIPER BOND HOLDINGS IV LLC; MOMENTIVE PERFORMANCE MATERIALS CHINA SPV INC.; MOMENTIVE PERFORMANCE MATERIALS HOLDINGS INC.;	:	Case No. 14-7471 (VB) & 14-7472 (VB)
MOMENTIVE PERFORMANCE MATERIALS QUARTZ, INC.;	:	
MOMENTIVE PERFORMANCE MATERIALS SOUTH AMERICA INC.;	:	
MOMENTIVE PERFORMANCE MATERIALS USA INC.; MOMENTIVE PERFORMANCE MATERIALS WORLDWIDE INC.; AND MPM SILICONES, LLC,	:	
Defendants/Appellees.	:	

¹ The last four digits of the taxpayer identification numbers of the Reorganized Debtors follow in parentheses: (i) Juniper Bond Holdings I LLC (9631); (ii) Juniper Bond Holdings II LLC (9692); (iii) Juniper Bond Holdings III LLC (9765); (iv) Juniper Bond Holdings IV LLC (9836); (v) Momentive Performance Materials China SPV Inc. (8469); (vi) Momentive Performance Materials Holdings Inc. (8246); (vii) Momentive Performance Materials Inc. (8297); (viii) Momentive Performance Materials Quartz, Inc. (9929); (ix) Momentive Performance Materials South America Inc. (4895); (x) Momentive Performance Materials USA Inc. (8388); (xi) Momentive Performance Materials Worldwide Inc. (8357); and (xii) MPM Silicones, LLC (5481). The Reorganized Debtors' executive headquarters are located at 260 Hudson River Road, Waterford, NY 12188.

BOKF, NA, solely as Trustee for the MPM Escrow LLC and MPM Finance Escrow Corp.	:	
8.875% First Priority Senior Secured Notes due 2020; WILMINGTON TRUST,	:	
NATIONAL ASSOCIATION, solely as Trustee for the Momentive Performance Materials Inc. 10% Senior Secured Notes due 2020,	:	
Appellants,	:	Case No. 14-7492 (VB)
v.	:	
MOMENTIVE PERFORMANCE MATERIALS INC., MOMENTIVE PERFORMANCE MATERIALS	:	
WORLDWIDE INC., MOMENTIVE PERFORMANCE MATERIALS USA INC.,	:	
JUNIPER BOND HOLDINGS I LLC,	:	
JUNIPER BOND HOLDINGS II LLC,	:	
JUNIPER BOND HOLDINGS III LLC,	:	
JUNIPER BOND HOLDINGS IV LLC,	:	
MOMENTIVE PERFORMANCE MATERIALS QUARTZ, INC., MPM SILICONES, LLC, MOMENTIVE PERFORMANCE MATERIALS SOUTH AMERICA INC., MOMENTIVE PERFORMANCE MATERIALS CHINA SPV INC.,	:	
Appellees.	:	

JOINDER OF APOLLO TO MEMORANDUM OF LAW IN SUPPORT OF THE MOTION OF THE REORGANIZED DEBTORS TO DISMISS APPEALS OF U.S. BANK, BOKF, NA AND WILMINGTON TRUST, N.A. AS EQUITABLY MOOT

Apollo Global Management, LLC and certain of its affiliated funds (“Apollo”), by and through its undersigned counsel, hereby joins in the *Motion of the Reorganized Debtors to Dismiss Appeals of U.S. Bank, BOKF, NA and Wilmington Trust, N.A. as Equitably Moot* (the “Motion”).²

² All capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

JOINDER

Apollo agrees with the positions set forth in the Motion and submits that for all of the reasons articulated therein, including, *inter alia*, that the Plan has been substantially consummated and that granting Appellants any form of relief in connection with the Appeals would require its unwinding and reversal of the Confirmation Order, which would harm the Debtors' creditors, the Appeals should be dismissed as equitably moot.

Dated: November 11, 2014
New York, New York

AKIN GUMP STRAUSS HAUER & FELD LLP

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